

Annette W. Jarvis, Utah Bar No. 1649 (admitted pro hac vice)
 Steven C. Strong, Utah Bar No. 6340 (admitted pro hac vice)
 RAY QUINNEY & NEBEKER P.C.
 36 South State Street, Suite 1400
 P.O. Box 45385
 Salt Lake City, Utah 84145-0385
 Telephone: (801) 532-1500
 Facsimile: (801) 532-7543
 Email: ajarvis@rqn.com

and

Lenard E. Schwartz, Nevada Bar No. 0399
 Jeanette E. McPherson, Nevada Bar No. 5423
 SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Telephone: (702) 228-7590
 Facsimile: (702) 892-0122
 E-Mail: bkfilings@s-mlaw.com

Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:
☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

**NOTICE OF SALE OF PROPERTY, BID
 PROCEDURES AND INVITATION FOR
 HIGHER AND BETTER OFFERS**

Qualified Bid Deadline: November 30, 2006
 (4:00 p.m. prevailing Pacific Time)
Auction Date: December 7, 2006
 (9:30 a.m. prevailing Pacific Time)

SCHWARTZ & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

PLEASE TAKE NOTICE that at a hearing held on October 19, 2006, and continued to October 25, 2006, USA Commercial Mortgage Company ("USACM"), USA Capital Diversified Trust Deed Fund, LLC ("DTD Fund"), USA Capital First Trust Deed Fund, LLC ("FTD Fund"), USA Capital Realty Advisors, LLC ("Realty Advisors"), and USA Securities, LLC ("USA Securities" and collectively with USACM, DTD Fund, FTD Fund, and Realty Advisors, the "Debtors"), obtained Court approval to conduct an auction in connection with a contemplated sale (the "Sale") of substantially all of the assets of the FTD Fund (primarily its interests in a portfolio of loans) and certain assets of USACM (primarily those used to conduct its loan servicing business) (collectively, the "Assets") to SPCP Group, LLC ("Stalking Horse Bidder"), or to any successful overbidder in accordance with the terms of that certain Revised First Amended and Restated Asset Purchase Agreement dated as of November 7, 2006 to the Asset Purchase Agreement dated October 19, 2006 (the "Purchase Agreement") by and among (i) USACM and FTD Fund (together, the "Sellers"), (ii) DTD Fund, USA Securities, and Realty Advisors ("Acknowledging Parties"), and (iii) the Stalking Horse Bidder ("Purchaser"), which was submitted to the Court on November 7, 2006 (Docket No. 1750). A copy of the Purchase Agreement is attached hereto as Exhibit "1".

PLEASE TAKE FURTHER NOTICE that the Assets will be auctioned in accordance with the bid procedures (the "Bid Procedures")¹ described in more detail in the "Order (A) Scheduling An Auction For The Sale Of Certain Assets; (B) Appointing SPCP Group, LLC, As Lead Bidder; And (C) Approving Bid Procedures And Protections" (the "Bid Procedures Order"), a copy of which is attached hereto as Exhibit "2".

PLEASE TAKE FURTHER NOTICE that parties wishing to bid for the Assets should review and comply with the Bid Procedures set forth in the Bid Procedures Order, including, among other things, (i) satisfying the Preliminary Qualifications set forth in the Bid Procedures and (ii) submitting a Qualified Bid to the Debtors and the Committees pursuant to the terms set forth in the Bid Procedures on or before 4:00 p.m. prevailing Pacific Time on November 30, 2006.

¹ Any capitalized terms not defined in this notice are given the definitions set forth in the Bid Procedures.

A copy of the Bid Procedures Order and Purchase Agreement are also available at Debtors' website www.usacapitalcorp.com.²

PLEASE TAKE FURTHER NOTICE that on December 7, 2006 at 9:30 a.m. prevailing Pacific Time, an auction for the Assets (the "Auction") will be conducted before the Honorable Linda Riegle, United States Bankruptcy Judge, in Courtroom #2 of the United States Bankruptcy Court for the District of Nevada, Foley Federal Building, 300 Las Vegas Blvd. South, Las Vegas, Nevada. The Auction shall be conducted pursuant to the terms set forth in the Bid Procedures.

PLEASE TAKE FURTHER NOTICE THAT only a Qualified Bidder who has submitted a Qualified Bid pursuant to the terms set forth in the Bid Procedures will be eligible to participate at the Auction.

Dated this 16th day of November 2006.

/s/ Jeanette E. McPherson

Lenard E. Schwartz, Nevada Bar No. 0399
Jeanette E. McPherson, Nevada Bar No. 5423
SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146

and

Annette W. Jarvis, Utah Bar No. 1649
RAY QUINNEY & NEBEKER P.C.
36 South State Street, Suite 1400
P.O. Box 45385
Salt Lake City, Utah 84145-0385

² Interested parties without internet access may obtain a copy of the Bidding Procedures Order and/or the Purchase Agreement by written request to the Debtors' undersigned counsel.